Amendment to the Agreement Between Birch Telecom of the South, Inc. and BellSouth Telecommunications, Inc. Dated July 14, 2000

Pursuant to this Amendment, (the "Amendment"), Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch, collectively ("Birch"), on behalf of itself and its certificated operating affiliates identified in Part C hereof and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 14, 2000 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Birch entered into the Agreement on July 14, 2000, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated July 14, 2000, shall remain in full force and effect.
- 3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Version: QuickServe Amendment – Standard ICA

10/06/04

PART C

Schedule of Birch Telecom of the South, Inc. (Birch) Operating Affiliates

Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch -FL Birch Telecom of the South, Inc. -AL, GA, KY, LA, MS, NC, SC and TN

Version: QuickServe Amendment – Standard ICA 10/06/04

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.	Birch Telecom of the South, Inc.
By: 1 1 1	By: Shy Jacula
Name: Kristen Rowe	Name:
Title: Director	Title:
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Date: ////5/04	Date:

Version: QuickServe Amendment – Standard ICA 09/29/04

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CATEGORY RATE ELEMENTS				Zone	BCS	USOC	RATES (\$)						per LSR	Order vs.	Order vs.	Order vs.	Order vs.
			m							Electronic-	Electronic-	Electronic-	Electronic-				
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							1	Manne		Name and a second	- Di			220	Datas (ft)		l
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UNE	UNDLE	D PORT/LOOP COMBINATIONS - MARKET RATES															
	NOI	IRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50									
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UNBU	INDLED I	NETWORK ELEMENTS - South Carolina												Attach	ment: 2	Exhi	ibit: B
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CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.			Order vs.
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UNBU	IDLED N	ETWORK ELEMENTS - Tennessee										Attach	ment: 2	Exhi	bit: B		
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												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
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			<u> </u>				Rec	Nonrecurring		Nonrecurring					Rates (\$)		
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UNBU	IDLED P	ORT/LOOP COMBINATIONS - MARKET RATES															
	NONRE	CURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop / Line Port Platform - Installation															
		Charge at QuickService location - Not Conversion of Existing															
		Service			UEPRX	URECC		41.50					15.69				